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8 Attorneys for Defendants
9 MACY'S, INC. and MACY'S WEST STORES INC.

10 **UNITED STATES DISTRICT COURT**
11 **CENTRAL DISTRICT OF CALIFORNIA**

12 **MIRALBA CASTRO ROSAS,**
13 **MIMI SANTA CRUZ, ADEL**
14 **DOGON, CHRISTOPHER**
15 **ODMAN AND ROBERT**
16 **BOUCHARD, INDIVIDUALLY**
17 **AND ON BEHALF OF ALL**
18 **SIMILARLY SITUATED**
19 **INDIVIDUALS,**

20 Plaintiffs,

21 vs.

22 **MACY'S, INC., MACY'S WEST**
23 **STORES INC., and**
24 **DOES 1-10 inclusive**

25 Defendants.

Case No. 2:11-cv-07318-PSG-PLA
Honorable Philip S. Gutierrez

SUPPLEMENTAL
DECLARATION OF ANN
MUNSON STEINES IN
SUPPORT OF DEFENDANTS'
OPPOSITION TO PLAINTIFFS'
MOTION TO REMAND

[Memorandum of Points and
Authorities filed concurrently
herewith]

Hearing Date: 11/28/2011
Hearing Time: 1:30 p.m.
Courtroom: 880 Roybal

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SUPPLEMENTAL DECLARATION OF ANN MUNSON STEINES

I, Ann Munson Steines, hereby declare the following:

1. I am Senior Vice President, Deputy General Counsel and Assistant Secretary for Macy's, Inc. employed by Macy's Corporate Services, Inc. I am also a corporate officer of Macy's West Stores, Inc. I have personal knowledge of the facts set forth herein, which are known by me to be true and correct, and if called as a witness, I could and would competently testify thereto.

2. I understand that Plaintiffs in the instant action have challenged certain of the statements set forth in my Declaration executed on September 2, 2011 in Cincinnati, Ohio. As a result, I hereby submit this Supplemental Declaration to further explain the fact that the principal place of business for both Macy's, Inc. and Macy's West Stores, Inc. is either Ohio or New York.

3. As Senior Vice President, Deputy General Counsel and Assistant Secretary of Macy's, Inc. and Vice President of Macy's West Stores, Inc., it is part of my job to understand the corporate structure of the company. I interact regularly with the key executives in the company who are responsible for determining the company's business strategies, setting the company's policies and procedures, and coordinating and controlling the company's direction on various issues.

4. My office is located in Macy's corporate headquarters building in Cincinnati, Ohio located at 7 West Seventh Street. The company has maintained a corporate headquarters in Cincinnati since 1945.

5. Macy's also maintains corporate offices in New York City located at 134 West 34th Street, New York, New York 10001.

A. The History of Macy's

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1 6. Macy's is a department store company that originated in 1858
2 when Rowland H. Macy opened a dry goods store in New York City called
3 R.H. Macy & Co.

4 7. Over time, through various mergers and acquisitions, Macy's
5 has grown into a nationwide department store company operating under the
6 trade names "Macy's" and "Bloomingdale's." The Macy's brand includes
7 about 810 Macy's department stores and furniture galleries in 45 states, the
8 District of Columbia, Guam and Puerto Rico, as well as Macys.com. The
9 Bloomingdale's brand includes 41 department stores and home stores in 12
10 states, Bloomingdales.com and (as of April 2, 2011) four Bloomingdale's
11 Outlet stores in three states. Bloomingdale's also operates in Dubai under a
12 lease agreement with Al Tayer Group LLC.

13 8. For various business reasons, Macy's, Inc. is comprised of
14 several corporate entities including numerous direct and indirect
15 subsidiaries.

16 **B. Macy's, Inc.**

17 9. Macy's, Inc. is the holding company and ultimate parent
18 company for all of the Macy's and Bloomingdale's corporate entities. Its
19 stock is traded on the New York Stock Exchange under the symbol "M."

20 10. Macy's, Inc. is incorporated in the state of Delaware.

21 11. Macy's, Inc. is qualified to do business only in Ohio and New
22 York. Macy's, Inc. is not qualified to do business in California.

23 12. Macy's, Inc.'s corporate offices are located in Ohio at 7 West
24 Seventh Street, Cincinnati, Ohio 45202 and in New York at 151 West 34th
25 Street, New York, New York 10001 (the same building that houses Macy's
26 historic Herald Square department store). Generally speaking, Macy's has
27 come to maintain two corporate offices (one in Ohio and one in New York)
28 because of the way the company has evolved through mergers and

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1 acquisitions and because of the nature of the business (retail) which requires
2 the company to stay close to fashion and its talent. Hundreds of individuals
3 work in both of these corporate office locations as employees of various
4 Macy's corporate entities such as Macy's Corporate Services, Inc. (a
5 Delaware corporation that employs most individuals responsible for various
6 administrative functions such as Legal, Tax, Human Resources, Real Estate,
7 Audit, Treasury, etc.), Advertex Communications, Inc. (a Delaware
8 corporation that employs most individuals responsible for the marketing of
9 Macy's brands), Macy's Merchandising Corporation (a Delaware corporation
10 that employs most individuals responsible for buying merchandise for the
11 department stores), Macy's Merchandising Group, Inc. (a Delaware
12 corporation that employs most individuals responsible for the Macy's private
13 merchandise brands), to name just a few examples.

14 13. Macy's, Inc., however, employs only a few individuals—Terry
15 Lundgren, the Chairman, President and Chief Executive Officer of Macy's,
16 Inc. and his assistants. Therefore, as I indicated in my original Declaration,
17 all of the employees of Macy's, Inc. (*i.e.*, Terry Lundgren and his assistants)
18 maintain offices and work out of the New York and Ohio corporate offices.

19 14. The board of directors for Macy's, Inc. consists of Terry
20 Lundgren and a group of individuals outside the Macy's organization elected
21 by Macy's shareholders.

22 15. The board of directors meets in either Ohio or New York.

23 16. The following individuals are members of the executive
24 management team for Macy's, Inc.—

- 25 • Timothy M. Adams, Chief Private Brand Officer, located in New
26 York, New York
- 27 • Thomas L. Cole, Chief Administrative Officer, located in New York,
28 New York

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- 1 • Jeffrey Gennette, Chief Merchandising Officer, located in New York,
2 New York
- 3 • Julie Greiner, Chief Merchandise Planning Officer, located in New
4 York, New York
- 5 • Michael Gould, Chairman and CEO, Bloomingdale's, located in New
6 York, New York
- 7 • Karen M. Hoguet, Chief Financial Officer, located in Cincinnati, Ohio
- 8 • Ronald Klein, Chief Stores Officer, located in New York, New York
- 9 • Terry J. Lundgren, Chairman, President and CEO, located in New
10 York, New York
- 11 • Peter Sachse, Chief Marketing Officer, located in New York, New
12 York

13 As explained above, aside from Terry Lundgren, all of these individuals are
14 employed and paid by Macy's and/or Bloomingdale's corporate entities other
15 than Macy's, Inc. I have personal knowledge of these individuals and
16 interact with all of them on a regular and reoccurring basis.

17 17. Other principal Macy's Inc. corporate officers include—

- 18 • Joel A. Belsky, Executive Vice President and Controller, located in
19 Cincinnati, Ohio
- 20 • Dennis J. Broderick, Executive Vice President, General Counsel and
21 Secretary, located in Cincinnati, Ohio
- 22 • David W. Clark, Executive Vice President Human Resources, located
23 in Cincinnati, Ohio
- 24 • Amy Hanson, Executive Vice President Property Development, Credit
25 & Customer Service, located in Cincinnati, Ohio
- 26 • Robert B. Harrison, Executive Vice President Finance, located in New
27 York, New York

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- 1 • William L. Hawthorne III, Senior Vice President Diversity Strategies
- 2 & Legal Affairs, located in Atlanta, Georgia
- 3 • Bradley R. Mays, Senior Vice President Tax, located in Cincinnati,
- 4 Ohio
- 5 • James A. Sluzewski, Senior Vice President Corporate
- 6 Communications & External Affairs, located in Cincinnati, Ohio
- 7 • Felicia Williams, Senior Vice President Risk Management and
- 8 Financial Services, located in Cincinnati, Ohio
- 9 • Shirley H. Yoshida, Senior Vice President Internal Audit, located in
- 10 Cincinnati, Ohio
- 11 • Michael Zorn, Senior Vice President Associate and Labor Relations,
- 12 located in Cincinnati, Ohio

13 As with the executive management team members, all of these individuals
14 are employed and paid by Macy's corporate entities other than Macy's, Inc. I
15 have personal knowledge of these individuals and interact with all of them
16 on a regular and reoccurring basis.

17 18. As a result, the decisions of the board of directors, executive
18 management team and corporate officers (the individuals responsible for
19 directing, controlling and coordinating the activities of Macy's, Inc.) are
20 rendered from either Ohio or New York.

21 **C. Macy's West Stores, Inc.**

22 19. Macy's West Stores, Inc. is a second-tier subsidiary of Macy's,
23 Inc. The parent company of Macy's West Stores, Inc. is Macy's Retail
24 Holdings, Inc., a New York corporation.

25 20. Macy's West Stores, Inc. is incorporated in the state of Ohio.

26 21. Until 2004, Macy's West Stores, Inc. was known as Macy's
27 West, Inc. Between 2004 and 2009, Macy's West Stores, Inc. was known as
28

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1 Macy's Department Stores, Inc. However, since 2009, the name of the
2 corporate entity has been Macy's West Stores, Inc.

3 22. In 2008, there was an unincorporated division called Macy's
4 West that maintained corporate offices in San Francisco, but that division no
5 longer exists as of 2009.

6 23. I have reviewed the books and records of the company
7 regarding Macy's corporate structure and have determined that from the
8 filing of this lawsuit forward, no such corporate entity called "West
9 District/Division of Macy's, Inc." has existed.

10 24. Macy's West Stores, Inc.'s corporate headquarters is located in
11 Cincinnati, Ohio. Macy's West Stores, Inc. does not "maintain[] a
12 headquarters . . . in California" as Plaintiffs allege in their Motion to
13 Remand.

14 25. Macy's West Stores, Inc. is responsible for the operation of the
15 Macy's department stores located in California, Oregon, Washington, Idaho,
16 Montana, Wyoming, Utah, Nevada, Arizona, Colorado, New Mexico,
17 Hawaii, Guam and two department stores located in Texas. Thus, all of the
18 employees of these department stores (including the Plaintiffs) are
19 employees of Macy's West Stores, Inc.

20 26. The directors/managers and corporate officers of Macy's West
21 Stores, Inc. are—

- 22 • Dennis J. Broderick, Director and President, located in Cincinnati,
23 Ohio
- 24 • Joel A. Belsky, Director, located in Cincinnati, Ohio
- 25 • John. T. Harper, President - Store Operations, located in New York,
26 New York
- 27 • Michael Krauter, President - Regional Director of Stores, located in
28 Atlanta, Georgia

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- 1 • Amy L. Hanson, Executive Vice President, located in Cincinnati,
2 Ohio
- 3 • Robert B. Harrison, Executive Vice President Finance, located in New
4 York, New York
- 5 • Thomas L. Cole, Chief Administrative Officer, located in New York,
6 New York
- 7 • Ronald Klein, Chief Stores Officer, located in New York, New York
- 8 • Carl L. Goertemoeller, Senior Vice President, located in Cincinnati,
9 Ohio
- 10 • Brian M. Szames, Vice President and Treasurer, located in Cincinnati,
11 Ohio
- 12 • Bradley R. Mays, Vice President, located in Cincinnati, Ohio
- 13 • Jay L. Monitz, Vice President, located in New York, New York
- 14 • David W. Clark, Vice President, located in Cincinnati, Ohio
- 15 • Karen M. Hoguet, Vice President, located in Cincinnati, Ohio
- 16 • Linda J. Balicki, Secretary, located in St. Louis, Missouri
- 17 • Steven G. Lucas, Assistant Treasurer, located in Cincinnati, Ohio
- 18 • Susan P. Storer, Assistant Treasurer, located in Cincinnati, Ohio
- 19 • Christopher M. Kelly, Assistant Secretary, located in Cincinnati, Ohio
- 20 • Gary A. Webb, Assistant Secretary, located in Cincinnati, Ohio
- 21 • Stephen J. O'Bryan, Assistant Secretary, located in Cincinnati, Ohio
- 22 • Kathleen A. Furlong, Assistant Secretary, located in Cincinnati, Ohio
- 23 • Wendy Schmidt Beadles, Assistant Secretary, located in San
24 Francisco, California
- 25 • Mitchell F. Borger, Assistant Secretary, located in New York, New
26 York
- 27 • Richard A. Cohen, Assistant Secretary, located in St. Louis, Missouri
- 28 • Thomas M. Feiner, Assistant Secretary, located in St. Louis, Missouri

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1 • Debra Page Coleman, Assistant Secretary, located in Atlanta, Georgia
2 All of these individuals are employed and paid by Macy's corporate entities
3 other than Macy's West Stores, Inc. I have personal knowledge of these
4 individuals and interact with all of them on a regular and reoccurring basis.

5 27. The principal corporate officers for Macy's West Stores, Inc.
6 include those individuals with a title of Vice President and above. Generally
7 speaking, certain individuals (primarily those holding the title of Assistant
8 Secretary) are included as "officers" for business purposes not related to the
9 day-to-day decision-making for the stores' operations (such as signatory
10 rights, etc.). Thus, for example, Wendy Schmidt Beadles, an Assistant
11 Secretary who works in San Francisco, California, is an attorney whose day-
12 to-day duties include advising clients all over the country on legal issues
13 involving general business operations (such as intellectual property issues,
14 macys.com issues, etc.). She is not responsible for and does not make
15 decisions regarding Macy's West Stores, Inc.'s department store operations.

16 28. The principal corporate officers of Macy's West Stores, Inc.
17 (none of whom are located in California), on the other hand, are responsible
18 for making decisions that direct the company's business strategies, set the
19 company's policies and procedures, and coordinate and control the
20 company's direction with respect to areas such as real estate, construction
21 activities, merchandising, store operations, credit procedures, human
22 resources, and marketing.

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1 I declare under penalty of perjury under the laws of the United States
2 of America that the foregoing is true and correct.

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4 Executed on November 4, 2011 in Cincinnati, Ohio.

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8 Ann Munson Steines
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